

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
NORTHWESTERN CORPORATION,)	
)	
Reorganized Debtor,)	Case No. 03-12872(KJC)
)	
THE PLAN COMMITTEE OF)	
NORTHWESTERN CORPORATION,)	
Appellant,)	
)	Civil Action No. 06-157
v.)	
)	
NORTHWESTERN CORPORATION, et al.,)	
Appellees.)	
)	
AD HOC COMMITTEE OF CLASS 7)	
DEBTHOLDERS,)	
)	
Appellant,)	
)	
v.)	Civil Action No. 06-158
)	
NORTHWESTERN CORPORATION, et al.,)	
Appellees.)	
)	

**JOINDER OF AD HOC COMMITTEE OF CLASS 7 DEBTHOLDERS TO
THE REPLY BRIEF OF APPELLANT, THE PLAN COMMITTEE TO (I) THE
ANSWERING BRIEF OF APPELLEES MAGTEN ASSET MANAGEMENT
CORPORATION AND LAW DEBENTURE TRUST COMPANY OF NEW YORK AND
(II) NORTHWESTERN'S RESPONSE TO APPELLANT'S OPENING BRIEF**

An ad hoc group of creditors (the “Ad Hoc Committee”),¹ holding undisputed Class 7 Claims against the above-captioned reorganized debtor (the “Debtor”), in support of its appeal of the order of the United States Bankruptcy Court for the District of Delaware (the

¹ The members of the Ad Hoc Committee are Avenue Capital Management, Drawbridge Special Opportunities Advisors LLC, Franklin Mutual Advisers, LLC, Greenwich International Ltd., Harbert Distressed Investment Master Fund, Ltd., Nationwide Life Insurance Company, Nationwide Mutual Insurance Company, P. Schoenfeld Asset Management LLC, and Trilogy Capital LLC.

“Bankruptcy Court”) entered on February 7, 2006 (the “Order”) [App. Des. No. 92] denying the Motion of the Plan Committee in Aid of Consummation and Implementation of the Plan for Order Authorizing and Directing NorthWestern Corporation to Distribute Surplus Distributions (the “Surplus Distribution Motion”) [App. Des. No. 73] to which the Ad Hoc Committee joined [App. Des. No. 76] respectfully states as follows:

1. The Ad Hoc Committee joins the Reply Brief of Appellant, The Plan Committee to (I) The Answering Brief of Appellees Magten Asset Management Corporation and Law Debenture Trust Company of New York and (II) NorthWestern’s Response to Appellant’s Opening Brief filed on May 22, 2006 at Docket Number 18 in Civil Action No. 06-157 (“Reply Brief”).

2. The Ad Hoc Committee has reviewed the Reply Brief and concurs with the arguments set forth therein in support of the reversal of the Order and incorporates the Reply Brief by reference herein.

3. The Ad Hoc Committee reserves all rights to amend or supplement this Joinder.

4. Wherefore, the Ad Hoc Committee respectfully requests that this Court reverse the Bankruptcy Court's Order and grant such other relief as is just and proper.

Dated: May 25, 2006

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CERTIFICATE OF SERVICE

I, Rebecca L. Butcher, Esquire hereby certify that on May 25, 2006, a true and correct copy of the foregoing Joinder of Ad Hoc Committee of Class 7 Debtholders to the Reply Brief of Appellant, the Plan Committee to (I) The Answering Brief of Appellees Magten Asset Management Corporation and Law Debenture Trust Company of New York and (II) NorthWestern's Response to Appellant's Opening Brief was caused to be served on the attached list via hand delivery in the City of Wilmington and via U.S. First Class mail, postage paid for the remainder:


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